

RECORDATION NO. 20668-A FILED

JUL 02 '10 -12 45 PM

SURFACE TRANSPORTATION BOARD

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July 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement, dated as of July 2, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 20668.

The names and addresses of the parties to the enclosed document are:

Assignor.	AT&T Capital Services, Inc (f/k/a Ameritech Credit Corporation,) 2000 West AT&T Center Drive Hoffman Estates, Illinois 60192
Assignee.	Regions Equipment Finance, Ltd 1900 Fifth Ave N, 24th Fl. Birmingham, AL 35203

Chief, Section of Administration
July 2, 2010
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A description of the railroad equipment covered by the enclosed document is:

196 railcars within the series CRDX 14245 – CRDX 14444, some renumbered and now within the series CRDX 12550 - CRDX 12651, all as more particularly set forth in the document.
[4 cars destroyed CRDX 14311, CRDX 14333, CRDX 14338 and CRDX 14403]

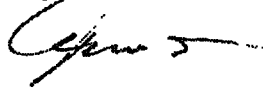
A short summary of the document to appear in the index is:

Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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MEMORANDUM OF
BILL OF SALE AND
ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ~~STATE~~ **SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("Memorandum") is made and entered into as of July 2, 2010, by and between AT&T CAPITAL SERVICES, INC., a Delaware corporation formerly known as Ameritech Credit Corporation ("Assignor") and REGIONS EQUIPMENT FINANCE, LTD., an Alabama limited partnership.

WITNESSETH:

1. Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Master Lease Agreement dated as of May 1, 1997 by and between Assignor and Chicago Freight Car Leasing Co. (the "Lease"), pursuant to which Assignor leased 200 railcars marked and numbered CRDX 14245 through 14444, inclusive, and cars CRDX 14303 through 14307, inclusive, were renumbered CRDX 12645 through 12649, inclusive, cars CRDX 14318 through 14337, inclusive, were renumbered CRDX 12620 through 12639, inclusive, car CRDX 14414 was renumbered CRDX 12650, car CRDX 14416 was renumbered CRDX 12651, cars CRDX 14423 through 14430, inclusive, were renumbered CRDX 12564 through 12571, inclusive, cars CRDX 14431 through 14432, inclusive, were renumbered CRDX 12562 through 12563, inclusive, and cars CRDX 14433 through 14444, inclusive, were renumbered CRDX 12550 through 12561, inclusive (the "Equipment"), but excluding the destroyed cars marked and numbered CRDX 14311, CRDX 12635 (originally 14333), CRDX 14338 and CRDX 14403, to Chicago Freight Car Leasing Co.

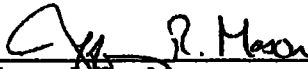
2. Evidence of the Lease has been recorded with the Surface Transportation Board on May 2, 1997, pursuant to 49 U.S.C. §11301(b) and assigned recordation number 20668.

3. This Memorandum shall be effective as of the date first set forth hereinabove.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

AT&T CAPITAL SERVICES, INC.

By: 
Name: Jeffrey Mason
Title: Vice President

REGIONS EQUIPMENT FINANCE, LTD.

By: Regions Equipment Finance Corporation,
its general partner

By: _____
Name:
Title:

Signature Page to Memorandum

CHI.2414466 2

(May 1, 1997 Lease)


IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

AT&T CAPITAL SERVICES, INC.

By: _____
Name: Jeffrey Mason
Title: Vice President

REGIONS EQUIPMENT FINANCE, LTD.

By: Regions Equipment Finance Corporation,
its general partner

By:  _____
Name: Scott McClain
Title: Senior Vice President

Signature Page to Memorandum

(May 1, 1997 Lease)

CHI:2414466.2

STATE OF AL)
) SS:
COUNTY OF Jefferson)

On this 30th day of June, 2010, before me the undersigned Notary Public, personally appeared Scott McLain, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument who, being by me duly sworn, says that s/he is the Senior Vice President of REGIONS EQUIPMENT FINANCE CORPORATION, the general partner of REGIONS EQUIPMENT FINANCE, LTD., and acknowledged to me that s/he duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

Mary B. Gless
(Notary Signature)

My commission expires:

MY COMMISSION EXPIRES DECEMBER 11, 2013

STATE OF ILLINOIS)
) SS:
COUNTY OF)

On this ____ day of July, 2010, before me the undersigned Notary Public, personally appeared Jeffrey Mason, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument who, being by me duly sworn, says that he is the Vice President of AT&T CAPITAL SERVICES, INC., and acknowledged to me that he duly executed the foregoing instrument and that said execution was his free act and deed and the free act and deed of said corporation.

(Notary Signature)

My commission expires:

STATE OF)
) SS:
COUNTY OF)

On this ____ day of July, 2010, before me the undersigned Notary Public, personally appeared _____, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument who, being by me duly sworn, says that s/he is the _____ of REGIONS EQUIPMENT FINANCE CORPORATION, the general partner of REGIONS EQUIPMENT FINANCE, LTD., and acknowledged to me that s/he duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

(Notary Signature)

My commission expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 15th day of July, 2010, before me the undersigned Notary Public, personally appeared Jeffrey Mason, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument who, being by me duly sworn, says that he is the Vice President of AT&T CAPITAL SERVICES, INC., and acknowledged to me that he duly executed the foregoing instrument and that said execution was his free act and deed and the free act and deed of said corporation.

Kimberly R. Levenburg
(Notary Signature)

My commission expires:

9-15-12



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/2/10



Robert W Alvord